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# SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE', 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)  
PHONES : +91 33 2301-1600, FAX : +91 33 2283-5964 / 5965 / 5966  
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com  
CIN No. L45209 WB 1924 PLC 004969

Ref No.: 01/CS/SE/001/92494

Date: 28.12.2016

The Secretary  
National Stock Exchange of India Limited  
5<sup>th</sup> Floor, Exchange Plaza  
Bandra Kurla Complex  
Bandra East, Mumbai – 400 051

The Secretary  
The Calcutta Stock Exchange Ltd  
7, Lyons Range  
Kolkata – 700 001

The Secretary  
BSE Limited  
1<sup>st</sup> Floor, New Trade Ring  
Rotunda Building  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

## Sub: Minutes of Postal Ballot

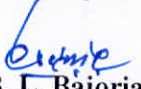
Dear Sir,

This is to inform you that the Company has sought approval of its Members through postal ballot (including e-voting) in respect of resolutions as stated in the Postal Ballot Notice dated 20<sup>th</sup> September, 2016. The Results of Postal Ballot was declared on 23<sup>rd</sup> November, 2016 and was also intimated to you on 23<sup>rd</sup> November, 2016 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, minutes of the said Postal Ballot are enclosed herewith for your information and record.

Thanking You,

For Simplex Infrastructures Limited

  
B. L. Bajoria  
Sr. Vice President and Company Secretary

Encl: As above

**SIMPLEX INFRASTRUCTURES LIMITED**

**MINUTES OF THE MEETING RELATING TO THE DECLARATION OF POSTAL BALLOT RESULT HELD ON WEDNESDAY 23<sup>RD</sup> NOVEMBER, 2016 AT 1.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 'SIMPLEX HOUSE', 27, SHAKESPEARE SARANI, KOLKATA- 700017.**

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**PRESENT**

|                          |                                        |
|--------------------------|----------------------------------------|
| Mr. S. Dutta             | Whole-time Director & CFO              |
| Mr. B. L. Bajoria        | Sr. Vice President & Company Secretary |
| Mr. Deepak Kumar Khaitan | Scrutinizer                            |

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In accordance with the authority given by Mr. Rajiv Mundhra, Executive Chairman, to declare the result of Postal Ballot, Mr. S. Dutta took the Chair.

Mr. Dutta informed that the Board at its meeting held on 20<sup>th</sup> September, 2016 had approved the Postal Ballot Notice to be sent to the shareholders of the Company for passing of ordinary/special resolutions by Postal Ballot in respect of:

- (i) Appointment of Mr. Atindra Narayan Basu as a Director of the Company.
- (ii) Approval of appointment and remuneration of Mr. Atindra Narayan Basu as a Whole-time Director of the Company.
- (iii) Approval of appointment and remuneration of Mr. Dipak Narayan Basu as a Whole-time Director of the Company.

He further informed that the cut-off date for determining the Members/list of beneficial owners who were entitled to be sent postal ballot notice was fixed on close of working hours on 12<sup>th</sup> October, 2016 (cut-off date). The Company has on 21<sup>st</sup> October, 2016 completed the dispatch of Postal Ballot Notices alongwith Ballot Forms to the shareholders. He then stated that in pursuance of the Section 108 & Section 110(1)(b) of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered the facility of e-voting to all its shareholders/beneficial holders of shares in the depositories as on the cut-off date to enable them to cast their votes electronically/physically. The Board had appointed Mr. Deepak Kumar Khaitan, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner. The Scrutinizer had completed the process of counting the votes casted by e-voting/ physical ballot between 22<sup>nd</sup> October, 2016 to 21<sup>st</sup> November, 2016 and submitted his report thereon on 23<sup>rd</sup> November, 2016.

*Signature*

Accordingly, based on the Scrutinizer's aforesaid Report, the results of voting on resolutions are as follows:

| Sl. No. | Description of Resolution                                                                                    | Total No. of valid votes | Votes casted in favour |            | Votes casted against |            |
|---------|--------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|------------|----------------------|------------|
|         |                                                                                                              |                          | Number                 | Percentage | Number               | Percentage |
| 1       | Appointment of Mr. Atindra Narayan Basu as a Director of the Company                                         | 38036838                 | 38030131               | 99.98      | 6707                 | 0.02       |
| 2       | Approval of appointment and remuneration of Mr. Atindra Narayan Basu as a Whole-time Director of the Company | 38037287                 | 38029580               | 99.98      | 7707                 | 0.02       |
| 3       | Approval of appointment and remuneration of Mr. Dipak Narayan Basu as a Whole-time Director of the Company   | 38037293                 | 38029596               | 99.98      | 7697                 | 0.02       |

In terms of the provision of Standard 16.6.3 of Secretarial Standard on General Meeting (SS-2), the Resolutions shall be deemed to be passed on the last date specified for receipt of duly completed postal ballot or e-voting i.e. 21<sup>st</sup> November, 2016.

### **Ordinary Resolution**

#### **(i) Appointment of Mr. Atindra Narayn Basu as Director of the Company**

**"RESOLVED THAT** Mr. Atindra Narayan Basu (DIN 05296613), who was appointed by the Board of Directors as an Additional Director of the Company on the recommendations of Nomination & Remuneration Committee, with effect from September 20, 2016 and who holds office upto the date of next Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the Act) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

38030131 votes (99.98 %) were cast in favour of the resolution and 6707 votes (0.02 %) were cast against it.

The Chairman declared that the above resolution was carried by requisite majority w.e.f. 21<sup>st</sup> November, 2016.

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**(ii) Approval of appointment and remuneration of Mr. Atindra Narayan Basu as Whole-time Director of the Company**

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 read with Schedule – V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Atindra Narayan Basu (DIN 05296613) as a Whole-time Director of the Company, liable to retire by rotation, w.e.f. 20<sup>th</sup> September, 2016 for a period of 3 years on the conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board on the recommendation of Nomination and Remuneration Committee be and is hereby authorized to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Atindra Narayan Basu in such manners as may be agreed to between the Board/Nomination and Remuneration Committee and Mr. Basu, and to alter and vary the terms and conditions of the said appointment from time to time, subject to the limits prescribed under Section 197 and Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

38029580 votes (99.98 %) were cast in favour of the resolution and 7707 votes (0.02 %) were cast against it.

The Chairman declared that the above resolution was carried by requisite majority w.e.f. 21<sup>st</sup> November, 2016.

**Special Resolution**

**(iii) Approval of appointment and remuneration of Mr. Dipak Narayan Basu as Whole-time Director of the Company**

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule - V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Dipak Narayan Basu (DIN 00981990), as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years on the conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board on the recommendation of Nomination and Remuneration Committee be and is hereby authorized to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Dipak Narayan Basu in such manners as may be agreed to between the Board/Nomination and Remuneration Committee and Mr. Basu, and to alter and vary the terms and conditions of the said appointment from time to time, subject to the limits prescribed under Section 197 and Schedule V to the Companies Act, 2013 including any amendment, modification,

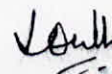
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variation or re-enactment thereof and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution."

38029596 votes (99.98 %) were cast in favour of the resolution and 7697 votes (0.02 %) were cast against it.

The Chairman declared that the above resolution was carried by requisite majority w.e.f. 21<sup>st</sup> November, 2016.

The Meeting concluded at 2.00 P. M. with a vote of thanks to the Chair.



**S. DUTTA**

**CHAIRMAN OF THE MEETING**

**Date: 08.12.2016**